## **EXHIBIT A**

#### STATE OF MICHIGAN

CAVLAND COUNTY	09-106362-C	K
A CONTRACTOR	Section 200	1
	Service Control of the Control of th	
JUDGE RA	E LEE CHABOT	411
WALBRID	GE ALD IV GETRAG GET	R≘

## IN THE CIRCUIT COURT FOR THE COUNTY OF OAKLAND

WALBRIDGE ALDINGER COMPANY	
Plaintiff,	Case No. 09CK
v.	Hon.
GETRAG GETRIEBE-UND ZAHNRADFABRIK HERMANN HAGENMEYER GMBH & CIE KG, a German limited partnership,	
•	Jury Trial Demanded
Defendant.	
	b) 20
Seth D. Gould (P45465) Joshua R. Terebelo (P72050) WIENNER & GOULD, P.C. Counsel for Walbridge Aldinger Company 950 West University Drive, Suite 350 Rochester, Michigan 48307 Phone: 248-841-9400	ELOCE 21 PH 3: 05

#### **COMPLAINT**

A civil action between these parties or other parties arising out of the transaction or occurrence alleged in the complaint was previously filed in this Court, Case No. 08-095122-CK.

Joshua R. Terebelo (P72050)

Plaintiff Walbridge Aldinger Company ("Walbridge Aldinger"), by and through its undersigned counsel, Wienner & Gould, P.C., brings this Complaint against defendant GETRAG Getriebe-und Zahnradfabrik Hermann Hagenmeyer GmbH & Cie KG ("Getrag"), for Breach of Contract, and states as follows:

#### PARTIES

- Walbridge Aldinger is a Michigan corporation that is authorized to 1. conduct business and regularly conducts business in the State of Michigan.
- Getrag is a limited partnership organized under the laws of Germany. 2. Getrag regularly conducts business in the State of Michigan.

#### JURISDICTION AND VENUE

- Subject matter jurisdiction in this Court is proper pursuant to MCL 3. § 600.605 as the amount in controversy exceeds \$25,000 exclusive of interest and costs.
- This Court has personal jurisdiction over Getrag pursuant to MCL 4. §§ 600.711, 600.715 and 600.721, because Getrag has transacted business within the state, and the claims in this Complaint relate to such business dealings.
  - 5. Venue is proper in this Court pursuant to MCL § 600.1621.

#### BACKGROUND

- 6. In early 2007, Chrysler Group LLC ("Chrysler"), and Getrag decided to jointly develop a Getrag manufacturing plant in Tipton, Indiana ("Tipton Plant") for the purpose of manufacturing dual clutch transmissions ("DCTs") in Chrysler vehicles.
- Consistent with this objective, Getrag formed a domestic limited liability 7. company called Getrag Transmission Manufacturing LLC ("GG LLC"), which, upon information and belief, Getrag established to own and operate the Tipton Plant.
  - Getrag wholly owns GG LLC and directly controls and directs GG LLC. 8.
  - 9. GG LLC was insolvent without Getrag's financial assistance.

- With Getrag's financial assistance, GG LLC was severely undercapitalized.
- In early 2007, representatives of Getrag requested that Walbridge Aldinger provide construction management services relating to the Tipton Plant.
- 12. In sole reliance upon Getrag's pledge of credit, Walbridge Aldinger agreed to perform construction management services relating to the Tipton Plant.
- 13. Walbridge Aldinger is party to numerous purchase orders, some issued by Getrag and other purchase orders subsequently issued by the start-up GG LLC.
- 14. This action concerns two purchase orders, nos. 4500165389 and 4500166665 dated April 17 and 30, 2007, respectively, issued by Getrag to Walbridge Aldinger (collectively, "Purchase Orders"). True and accurate copies of the Purchase Orders are attached hereto as Exhibit A.
- 15. Getrag issued the Purchase Orders for invoicing and payment of Walbridge Aldinger's subcontractors, management fees, general liability insurance, and reimbursables.
- 16. Pursuant to the Purchase Orders, Walbridge Aldinger retained subcontractors, and provided construction management and other services to construct the Tipton Plant.
- 17. Walbridge Aldinger has fully performed it obligations under the Purchase Orders, and has at all times acted in good faith.
- Getrag, however, has breached the Purchase Orders by refusing to pay Walbridge Aldinger.

As of December 17, 2009, Getrag is indebted to Walbridge Aldinger in the 19. amount of \$5,517,256.63, plus accrued and unpaid interest, late charges and attorneys' fees as allowed under applicable law.

#### COUNT I BREACH OF CONTRACT (Express Contract)

- Walbridge Aldinger incorporates herein paragraphs 1 through 19 of the 20. Complaint.
- 21. Walbridge Aldinger and Getrag are parties to a contract evidenced by the Purchase Orders.
- Walbridge Aldinger has fully performed it obligations under the Purchase 22. Orders, and has at all times acted in good faith.
- Getrag has breached its obligations under the Purchase Orders by failing 23. to pay Walbridge Aldinger for services that Walbridge Aldinger provided to Getrag.
  - 24. As a result of Getrag's breaches, Walbridge Aldinger has been damaged.
- 25. As of June 22, 2009, Getrag is indebted to Walbridge Aldinger in the amount of \$5,517,256.63, plus accrued but unpaid interest, late charges and attorneys' fees.

WHEREFORE, Walbridge Aldinger respectfully requests that the Court enter judgment in Walbridge Aldinger's favor against Getrag in the amount of \$5,517,256.63, plus accrued but unpaid interest, late charges and attorneys' fees as allowed under applicable law.

# COUNT H BREACH OF CONTRACT (Implied in Fact Contract)

Walbridge Aldinger presents this count by way of alternative pleading in the event the Court finds that no express contract existed between Walbridge Aldinger and Getrag.

- 26. Walbridge Aldinger incorporates herein paragraphs 1 through 25 of the Complaint.
- 27. Through their conduct, Walbridge Aldinger and Getrag entered into an implied in fact contract whereby Getrag retained Walbridge Aldinger to perform construction management services related to the Tipton Plant ("Implied Contract").
- 28. Walbridge Aldinger has fully performed its obligations under the Implied Contract, and has acted at all times in good faith.
- 29. Getrag has breached its obligations under the Implied Contract by failing to pay Walbridge Aldinger for services that Walbridge Aldinger provided to Getrag.
  - 30. As a result of Getrag's breaches, Walbridge Aldinger has been damaged.
- 31. As of June 22, 2009, Getrag is indebted to Walbridge Aldinger in the amount of \$5,517,256.63, plus accrued but unpaid interest, late charges and attorneys' fees.

WHEREFORE, Walbridge Aldinger demands judgment against Getrag in whatever amount of damages the Court finds Walbridge Aldinger to be entitled, plus costs, interest, and attorneys' fees as allowed under applicable law.

#### COUNT HI UNJUST ENRICHMENT (Implied in Law Contract)

Walbridge Aldinger presents this count by way of alternative pleading in the event the Court finds that no express or implied in fact contract exists between Walbridge Aldinger and Getrag.

- 32. Walbridge Aldinger incorporates herein paragraphs 1 through 31 of the Complaint.
- Getrag has received benefits from Walbridge Aldinger in the form of construction management services provided by Walbridge Aldinger.
- 34. It is inequitable for Getrag to retain these benefits without compensating Walbridge Aldinger.

WHEREFORE, Walbridge Aldinger demands judgment against Getrag in whatever amount of damages the Court finds Walbridge Aldinger to be entitled, plus costs, interest, and attorneys' fees as allowed under applicable law.

#### COUNT III ALTER EGO LIABILITY

Walbridge Aldinger presents this count by way of alternative pleading in the event the Court finds that no express, implied in fact, or implied in law, contract exists between Walbridge Aldinger and Getrag.

- Walbridge Aldinger incorporates herein paragraphs 1 through 34 of the
   Complaint.
  - 36. GG LLC is wholly-owned and directly controlled by Getrag.
- Getrag and GG LLC have substantially identical ownership, management,
   and business purpose.
  - 38. GG LLC was insolvent and/or undercapitalized at all relevant times.

39. Getrag is unjustly attempting to avoid its obligations to Walbridge Aldinger through fraudulent corporate formalities, including misrepresentations to Walbridge Aldinger that Getrag is merely an agent of a disclosed principal, GG LLC, when, in fact, the converse is true. Namely, GG LLC is the agent of its principal, Getrag.

40. To prevent injustice, Getrag should be held liable as the alter ego of GG LLC.

WHEREFORE, Walbridge Aldinger demands judgment against Getrag in whatever amount of damages the Court finds Walbridge Aldinger to be entitled, plus costs, interest, and attorneys' fees as allowed under applicable law.

#### DEMAND FOR JURY TRIAL

Walbridge Aldinger, by its undersigned attorneys, hereby demands a trial by jury in above-entitled action.

Respectfully submitted,

WIENNER & GOULD, P.C.

Seth D. Gould (P45465)

Joshua R. Terebelo (P72050)

950 West University Drive, Suite 350

Rochester, Michigan 48307

Phone: 248-841-9400

Fax: 248-652-2729

Counsel for Walbridge Aldinger Company

Dated: December 21, 2009

## RECD 6/28/07

# 7-7395





GETRAG Gett A Ca KG (GETRAG EncesionsCenter Harnern Happenneyer-Sir, 76156 Untagrapyer-Sach

Walbridge Aldinger 613 Abbolt Street

00000 Detroit, Michigan 48226-2521 USA PO number
date
Your Vendor Number;
Our VAT registr.no.:
Our reference:
Buyer;
Telephone;
Fax;

Page 1 / 6 4500165389 04/17/2007 91019215 05145125877 6lP1 BT Bregler, Thomas +49(0)7131/644-4524 +49(0)7131/644-4624 Thomas.Bregler@Getreg.de

Delivery Address:

Email:

GETRAG InnovationsCenter Getriebe- und Zahnradfabrik Hermann Hagenmeyer GrabH & Cie KG Hermann-Hagenmeyer-Straße

74199 Untergruppenbach Deutschland

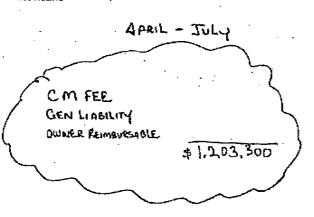
Purchase order

CHANGE ORDER FOR ADDITIONAL POSITIONS
NEW POSITIONS: POSITIONS 2-7

FRAME CONTRACT

Acting in the name and on behalf of:

GETRAG TRANSMISSION MANUFACTURING LLC 2711 Centerville Road Registered office in: Suite 400 Wilmington, DE 19808 USA



FOR THE INVOICING OF construction manager WA Project: GETRAG Transmission Manufecturing LLC, Building of Indiana plant

Valid for all P/O positions below:

Cancellation clause

The contractor shall have the right to terminate this subcontract with or without cause, for the convenience of the contractor. In event of termination for the contractor's converience, compensation to subcontractor shall be made on the same basis as that provided for in the Agreement Between Owner and Contractor or Contract Documents, or in the absence of applicable provisions then based on the percentage of the work completed as of the date of

EXHIBIT A

GETRAG GribH & Cle KG GETRAG InnovationCerter Harraco-Hazamarpa-Str. 74169 Untergrapparibath

Kommunikgesetschaft mit Soz in Unforgroppenbach, Registergeicht HRA 194271, Amstericht, Strögen Pers. Halberte Gert, GETRAG CH Hardebregister Greubünden Firmerer, CH-350,4,000,673-0 Geschäftsführer, Dr. Rebart Schwarz, Dr. Behartstate Gebeuter

Barkentring, Dracker Back, Pelitron BLZ 6C4 600 03 Klothi 501 192 353 Dela malanca mada 1923 on

## BIE GETRAG

GETRAG Gribh & Clark G, GETRAG Innovations Certain Harmonio Hispannia y et 68 a, 14199 Unitary appendiach

Walbridge AidInger 613 Abboll Street

00000 Detroit, Michigan 48226-2521 USA PO number date
Your Vendor Number:
Our VAT registr.no.:
Our reference;
Buyer:
Telephone:
Fax:

Page 1 / 8 4500165389 04/17/2007 91019215 DE146126877 BIP1 BT Bregler, Thomas +49(0)7131/644-4524 +49(0)7131/644-4624 Thomas.Bregler@Getrag.de

Delivery Address:

Email:

GETRAG InnovationsCenter Getriebe- und Zehnradfabrik Hermann Hagenmeyer GmbH & Cle KG Hermann-Hagenmeyer-Straße

Purchase order

74199 Untergruppenbach Deutschland

CHANGE ORDER FOR ADDITIONAL POSITIONS NEW POSITIONS: POSITIONS 8-13

FRAME CONTRACT

Acting in the name and on behalf of:

GETRAG TRANSMISSION MANUFACTURING LLC
2711 Centerville Road
Registered office in:
Suite 400
Wilmington, DE 19808
USA/n
FOR THE INVOICING OF construction manager WA
Project: GETRAG Transmission Manufacturing LLC, Building of Indiana plant

Valid for all P/O positions below:

#### Cancellation clause

The contractor shall have the right to terminate this subcontract with or without cause, for the convenience of the contractor. In event of termination for the contractor's convenience, compensation to subcontractor shall be made on the same basis as that provided for in the Agreement Between Owner and Contractor or Contract Documents, or in the absence of applicable provisions then based on the percentage of the work completed as of the date of termination. In no event the subcontractor shall be entitled to anlicipated profits.

GETRAG GmtH & Cla KG GETRAG InnovelicasGeniar

Konknandigesetischeft mit Siz in Untergruppenbach, Registergeskat

Handelsregister Graubänden Fameran, CH-350.4.000.658-0 Backverbindung; Dresdrier Bank, Heibtronn

## BBB GETRAG

Walbridge Aldinger 613 Abbott Street

00000 Delroit, Michigan 48226-2521 USA PO number date Paga 2 / 8 4500165389 04/17/2007

Invoice submission procedure: One invoice per month is issued by WA according to the accomplished progress. The total invoice sum is agreed to on-site in Indiana between WA and responsable GETRAG staff. Invoices are issued on GETRAG, Untergruppenbach but are to be sent with a separate cover sheet first to EFG Engineering Facility Group, Ingenleurgesellschaft mbH, Berblingerstr. 12, D-71254 Ditzingen for approval. EFG will send the released invoices to GETRAG, Untergruppenbach for payment. Invoices are paid net 30 days.

llem	Material	0100		<del></del>	
12011		Order Quantity	Unit	Price per unit	Value
	Description			USD	USD
		<del></del>			USD

01

1 Activ.unit 480,000,00

480,000.00

Construction management fee Apr, May 07

\$ 480,000 according to the spending curve dd. 27.03.2007 (incl. owners reimbursable) for the months April and May 2007 - subject to the provisions concerning management fee (espec. corporate fee, overhead and profit).

Your invoices have to be issued to:

**GETRAG** 

Getriebe- und Zahnradfabrik
Hermann Hagenmeyer GmbH & Cie KG
GETRAG InnovationsCenter
Dept. Accounting
Hermann-Hagenmeyer-Straße
D-74199 Untergruppenbach

The involces have to be sent with a separate cover sheet to:

GETRAG Grubh & Cla KG GETRAG knovetkens Center

Kommardigeselischeit mit Sie in Untergruppenbach, Registergericht

Handelsregister Graubünden Filmenn, CH-350,4,000,688-0

Bankverbindung: Dreadner Bank, Heibnen

## IIII GETRAG

Walbridge Aldinger 613 Abbott Street

PO number date

Page 3 / 8 4500165389 04/17/2007

Value

USD

00000 Detroit, Michigan 48226-2521 USA

Item Material Order Quantity Unit Price per unit
Description USD

EFG Engineering Facility Group Ingenieurgesellschaft mbH Berblingerstr. 12 D-71254 Ditzingen

Delivery date: Day 04/18/2007

02

1 Activ.unit 285,000.00

285,000.00

Construction Management fee June 2007

\$ 285,000 according to the spending curve dd. 18.05.2007 for the month June 2007

Delivery date: Day 06/22/2007

03

1 Activ.unit 285,000.00

285,000.00

GETRAG Grabh & Cla KG GETRAG InnovationsCenter

Konsmandigeselischeil mit Sitz in Untergruppenbach, Registergericht

Handelsregister Graubünden Firmenss, CH-350,4,000,688-0 Bardverbindung: Drescrar Bank, Heibrorn

## IIII GETRAG

Walbridge Aldinger 613 Abbott Street

FO number date Page 4 / 8 4500165369 04/17/2007

00000 Detroit, Michigan 48226-2521 USA

Item Malerial Order Quantity Unit Description

Price per unit USD

Value USD

Construction Management fee July 2007

\$ 285,000 according to the spending curve dd. 18.05.2007 for the month July 2007

Delivery date: Day 06/22/2007

04

1 Activ.unlt 16,650.00

16,650.00

General Liability June 07

according to the spending curve dd. 18.05.2007

Delivery date: Day 06/29/2007

05

1 Activ.unil 16,650.00

16,650.00

General Liability July 07

according to the spending curve dd. 18.05,2007

GETRAG GmbH & Cle KG GETRAG Innoralbas Center

Kommanzigeselschaft mit Sitz in Untergruppenbach, Registergericht

Hardebregister Graubûndan Filmanor, CH-350,4,000,660-0

Bankvertindung: Oresdner Bank, Hesterorin

## **BIII** GETRAG

Walbridge Aldinger 613 Abbott Street

00000 Detroit, Michigan 48226-2521 USA PO number date Page 5 / 8 4500165389 04/17/2007

Delivery dete: Day 06/29/2007

06

1 Activ.unit 60,000.00

60,000,00

Owners Reimbursables June 07

according to the spending curve dd. 18.05.2007

Delivery date: Day 06/29/2007

07

1 Activ.unit 60,000.00

60,000.00

Owners Reimbursables July 07 ...

according to the spending curve dd. 18.05.2007

Delivery date: Day 06/29/2007

08

1 Activ.unit 177,200.00

177,200.00

GETRAG Grabh & Cla KG GETRAG Innovations Conlar

Kommandigeseischeit mit Sitz in Untergruppenbach, Registergericht

Handeisregister Graubûnden Firmenov, CH-350,4,000,888-0

Benkverblodung: Dresdner Bank, Heltwoon

## IIII GETRAG

Walbridge Aldinger 613 Abbott Street

PO number date

Page 6 / 8 4500165389 04/17/2007

00000 Detroit, Michigan 48226-2521 USA

Item Material	Order Quantity Unit	D.J. n	
Description	Order edamety Offit	Price per unit USD	Value
WA CM Fee August 07			USD

according to adjustment old spending curve (18.05.2007) to actual spending curve dd. 05. June 2007

Delivery date: Day 07/27/2007

09 1 Activ.unit 283,200.00 283,200,00

WA CM Fee September 07

according to the spending curve dd. 05. June 2007

Delivery date: Day 07/27/2007

10 1 Activ.unit 17,000.00 17,000,00

General Liability August 07

according to the spending curve dd. 05, June 2007

GETRAG GrioH & Ct≥ KG GETRAG tonovationsCenter

Kemmandigeselschaft mit Sitz in Unler crubbenbach, Redistarce richt

Handelsrapister Graubünden Firmann, CH-359,4,000,888-0

Bankverbindung: Dresdner Bank, Heilbroch

## GETRAG

Walbridge AldInger 613 Abbott Street

PO number date

Page 7 / 8 45001653B9 04/17/2007

00000 Detroit, Michigan 48226-2521 USA

Item Material Description

Order Quantity Unit

Price per unit USD

Value USD

Delivery date: Day 07/27/2007

11

1 Activ.unit 24,750.00

24,750.00

General Liability September 07

according to the spending curve dd. 05. June 2007

Dallvery date: Day 07/27/2007

12

1 Activ.unit 65,000.00

65,000.00

Owners Relmbursables August 07

according to the spending curve dd. 05. June 2007

Delivery date: Day 07/27/2007

13

1 Activ.unit 65,000.00

65,000.00

GETRAG GribH & Cle KG GETRAG InnovationsCenter

Konvoandigesalschalt mit Sitz in Untergruppenbach, Registerpericht

Handelsregister Grædsinden Firmano, CH-350,4,000,859-0

Bankverbindung: Dresdner Bank, Helbronn

## **BU** GETRAG

Walbridge Aldinger 613 Abbott Street

PO number date Page 8 / 8 4500165389 04/17/2007

00000 Detroit, Michigan 48226-2521 USA

Item Material Description

Order Quantity Unit

Price per unit USD

Value USD

Owners Reimbursables September 07

according to the spending curve dd, 05, June 2007

Delivery date: Day 07/27/2007

Total net value excl. tax

USD

1,835,450.00

Terms of payment:

Within 30 days Due net

Our General Terms and Conditions shall apply exclusively.

Untergrupperback, 07-26-200

GETRAG GmbH & Die KG GETRAG InnovationsCenter

Kommundigesellschaft mit Sitz in Untergruppsnowch, Registergericht

Handelurgester Graubûnden Firmerur, CH-350,4,000,686-0

Bankverbindung: Brescher Berk, Heitronn et 7 aan ean na COPY P.O. STEEL 73.P. 002

SCONTRACTOR

## IIII GETRAG

CF 7.7395, 2, 2

CETTALG GOEH & COKO, GETTALG browsencenter Hamma Hapmanyo Cr., 74153 Didnig appendix h

Welbridge Aldinger 613 Abbott Street

48228-2521 Delroit Michigen USA PO number dato
Your Vendor Number;
Our VAT registr.no.:
Our reference:
Buyer;
Telaphone;
Fax:
Emei;

Fige 1/3 4500166665 04/20/2007 91019216 0E146126877 BIP1 BT Breg'er, Thomas +46(0)7131/644-4524 -49(0)7131/644-4624 Thomas Breg'er@Getrap.de

Delivery Address:

GETRAG innovationsCenter Getriebe- und Zahmradfabrik Hermann Hagenmeyer GmbH & Cle KG Hermann-Hagenmeyer-Straße

BP.002

74199 Untergruppenbach Deutschland

Delivery date:

04/30/2007

Structural STL.

Purchase order

TOSITION 1

FRAME CONTRACT

Acting in the name and on behalf of:

GETRAG TRANSMISSION MANUFACTURING LLC 2711 Centerville Road Registered office in: Suite 400 Wilmington, DE 19808

FOR THE INVOICING OF WA's SUBCONTRACTORS
Project: GETRAG Transmission Manufacturing LLC, Building of Indiana plant

Valid for all P/O positions below:

#### Cancellation dause

The contractor shall have the right to terminate this subcontract with or without cause, for the convenience of the contractor. In event of termination for the contractor's convenience, compensation to subcontractor shall be made on the same basis as that provided for in the Agreement Between Owner and Contractor or Contract Documents, or in the absence of applicable provisions then based on the percentage of the work completed as of the date of termination. In no event the subcontractor shall be entitled to anticipated profits.

Invoice submission procedure: One invoice per month is issued by WA for

GETRAG Built & Cla KB GETRAG ImoveEncCerter Hautenn-Hegetmayer-Sv. 741% Untergrepentech www.getragde

Kommandigereäschehmit Stein Unlägsupparbein, Registerpercht HRA 164271, Amtegericht, Skrigan Pert, Historia Geer, GESTRAG CH Beleifgungsger, oder all Stein, Char Handdangkter Grectionden Prinserv, CH-15th COULERS O Geográfichteren Dr. Robert Schwarz, Dr. Robert Martin Schwarz Backweitning Dreicher Bark, Helbrorn BLZ 604 600 CB Klaufer 102 162 809 DE10 fühl 6003 6522 1822 60

## **IBE GETRAG**

CETTUG CHELLS CHEKIL GETTAG EVROVERING CONST Heren legenty u-67. 14120 bing apperties

Walbridge Aldinger 613 Abbolt Street

48228-2521 Detroit Michigan USA

PO number Your Vendor Number: Connection TAV ruO Our reference; Buyer. Telephone: Fax: Email:

Page 1 / 8 4500166665 04/30/2007 91019215 DE146126077 BIP1 BT Bregler, Thomas +49(0)7131/644-4524 +49(0)7131/644-4624 Thomas, Bregler@Getreg.de

Dolivery Address:

GETRAG InnovationsCenter Getriebe- und Zehnredfebrik Hermann Hagenmeyer GmbH & Cle KG Hermann-Hagenmeyer-Straße

Purchase order

74199 Untergrupper bach Deutschland

CHANGE ORDER FOR ADDITIONAL POSITIONS NEW POSITION: POSITION 7

FRAME CONTRACT

Acting in the name and on behalf of:

GETRAG TRANSMISSION MANUFACTURING LLC 2711 Centerville Road Registered office in: Suite 400 Wilmington, DE 19808 USA

FOR THE INVOICING OF WA'S SUBCONTRACTORS Project: GETRAG Transmission Manufacturing LLC, Building of Indiana plant

Valid for all P/O positions below:

Cancellation clause

The contractor shall have the right to terminate this subcontract with or without cause, for the convenience of the contractor. In event of termination for the contractor's convenience, compensation to subcontractor shall be made on the same basis as that provided for in the Agreement Between Owner and Contractor or Contract Documents, or in the absence of applicable provisions then based on the percentage of the work completed as of the date of termination. In no event the subcontractor shall be entitled to anticipated

GETRAG BOOKH & COLKG GETRAG hydrasonscentar Hammor Hagaroneyer-Str. 74129 (Interproperties) www.getrag.de

Kommandigeselschalt n.l. Sitch Untergrouppertiech, Rephiergericht IRRA 104271, Ambigenhit, Stullgert Pers. Haltendo Ges.: GETRAG CH Beleichungsges, mbH mt Sitz in Chur

Handalregister Graubünden Firmerry, CH-350.4.070.563-0 Geschäftsfirter Dr. Pobert Schware, Dr. Robert Martin Schwarz

Bankvarbindung: Dresiner Bask, Heffman 51.2 604 800 to Kib.No.: 502 192 300 DE10 5043 3053 (602 1823 (6

## BEETRAG

Walbridge Aldinger 813 Abbolt Street

48226-2521 Detroit Michigan USA

PO number cate

Page 2 / B 45001666655 04/30/2007

profits.

Invoice submission procedure; One invoice per month is issued by WA for subcontractor services according to the accomplished progress. The total invoice sum is agreed to on-site in Indiana between WA and responsable GETRAG staff. Invoices are issued on GETRAG, Untergruppenbach but are to be sent with a separate cover sheet first to EFG Engineering Facility Group, Ingenieurgesellschaft mbH, Berblingerstr. 12, D-71254 Ditzingen for approval. EFG will send the released invokes to GETRAG, Untergruppenbach for payment. involces are paid net 30 days.

No. 11 11			·	·
Item Material	Order Quantity	Unit	Price per unit	Vakre
			1 110- hou offile	4620
Description			USD	USD
<del></del>				905

01

1 Activ.unt0,963,000.00

10,953,000.00

BP 002 Structural Steel

Bid package BP-002 Structural Steel according to detailed description/offer from Midwest steel and cost breakdown from 4/23/2007 and your Request#001 (Revised) dd. 04/27/2007.

Your subcontractor: Midwest Steel

Base Bid \$11,500,000.00 (Sales tax included) (The base bid consists of: Material cost: \$4,299,000.00 (3,510 tens) / Shipping cost \$ 132,000.00 / Fabrication cost \$ 3.672,000.00 / Structural steel eruption & Bolt up \$ 1,842,000,- / Metal deck and joist material cost \$ 911,000.00 / Metal deck installation cost \$ 337,000,00 / HSS 8x6 for siding support \$ 307,000,00)

Minus: 8x6 Siding Supports due to change in Siding \$ 307,000.00

GETPAG GALHACE KG CETTAG iranyations Center Hammer-Hayard spec-St. 74199 Uniasyruppenbach WWW.debaa.de

Kommandigesediction mil Sin is Untergrapper both, Registergericht HRA 184271, Amuseilate, Elutoert Pers. Haftende Ges.: GETRAG CH BateSigung spes, miximit \$32 to Chur

Handstregister Graubtessen Finneren, CH-356-4-000.838-0 Gestablicher: Dr. Robert Schwerz Dr. Robert Marin Schwarz

Earlyethdug Drestner Bank, Halbrora BLZ 601 600 00 Kip.Nr.: 302 192 303 DE10 6048 6008 6502 1923 (O Service Service

### 888 GETRAG

Walbridge Aldinger 613 Abbott Street

PO rumber date

Page 3/8 4500166665 04/30/2007

48226-2521 Detroit Michigan USA

Item	Malerial	Order Quantity Unit	Price per unit	Value
	Description		USD	USD

Minus: Acceptance of voluntary alternate to start 3 weeks later but still meeting end date \$ 210,000.00 InMinus: Acceptance of reduction in Retention to 5% at 50% completion \$ 20,000.00

-> Total lump sum amount: \$ 10,963,000.00

Subcontractor guarantees a.m. material price for steel for the whole project phase, possible price increases will be covered by the subcontractor.

Fix completion date for steel work: 01/23/2008.

Delivery date: Day 04/30/2007

02 4,240,800.00 1 Activ.uni4,240,800.00

BP 001 Sitework 1

8P001 Sitework 1:

Your subcontractor: Angelo la Frate

Base Bld: \$3,592,300.00

Mandatory Alternate #1 added to built per Alternate #1 drawings (Parcel 9 included); + \$703,500,00

Voluntary Alternate accepted to delete lime stabilization, delete 10\* of Engineering: J. \$90,000.00

GETRAS GOAH & CLAKG GETRAG knovathasCertar Herrana Hegavneyar-St. 14199 (Irlangruppenbach www.qatap.da

Kommandigeselsstheft od 60s in Untergruppenbach, Registergaristi hRA 104271, Amisgericht, Sactgart Pers, Hallerde Gas.: GETRAG CH Belefigungsgas, sold mit Stein Chor Hardelsrecklar Gradunden Firmerry, CH-350.4.060.885-0 Geschwieduren: Dr. Robert Schwere, Dr. Robart Martin Schwarz

Bardvertinding: Drescher Bank, Helbroom GLZ 604 500 05 Kto.Nr.: 502 192 300 DENO 6045 0008 0502 1923 60

### 111 Getrag

Walbridge Aldinger 613 Abbott Street

PO number date

Page 4 / 8 4500165665 04/30/2007

48226-2521 Detroit Michigan USA

Item Material Description Order Quantity Unit

Price per unit USD

Value USD

Fill & add back 10" of compacted aggregated stone base

Performance Bond added; + \$35,000.00

Total Sitework 1 Package \$4,240,800.00

Delivery date: Day 05/09/2007

03

1 Activ.unit 414,032.00

414,032.00

BP 005 Air Compressor, Air Dryers

005 Pre-Purchase Air Compressors / Air Dryers Your subcontractor: Air Technologies

According to you request #003 from May 17th, 2007

Base Bld: \$410,032.00

Mandatory Alternate #1-remote monitoring & control of 3 air dryers:

\$4,000.00

Total Request BP 005; \$414,032.00

GETRAG GREH & Clarks GETRAG Interestors Center Harrest-Historicya-Str. 74:59 Untegrupperbach www.geleg.da

Kemman@esselschaft mit Sitch Untergrusperisech, Registerpericht IGA 104271, Amisgestitt, Statpat Pers. Haltente Ges.: GETRAG CH Estelligungsges. subH mit Sizz in Chur Handelsregister Graubûndes Firmany, EH-350.4.009.883-0 Gaschäfblütrer: Dr. Robert Schwerz, Dr. Pichert Martin Schwarz

Bedreiteling Orescher Back, Heitman Br.Z. (C.4 & 2016) Ko. Nr.: 502 192 300 DE10 6043 0003 6592 1323 00

## BUR GETRAG

Walbridge Aldinger 613 Abbott Street

PO number data Page 5 / 6 4500156565 04/30/2007

48226-2521 Deiroit Michigan USA

ltom	Material	Order Quentity Unit Price per unit	Value
140161	HEIGHE	·	USD
	Description	USD	Uau
	Description.		

Delivery date: Day 05/25/2007

04

1 Activ.unit 615,292.00

815,292.00

ap 002 Steel work Add. Funding

Your subcontractor: Midwest Steel Your change order request dd. C6-08-2007

Total amount for additional funding: \$820,369.00 less 25 % holdback for value analysis: \$205,097.00

= Preliminary p/o sum for add, funding: \$ 615,292.00

Delivery date: Day 06/15/2007

05

1 Activ.unit 629,785.00

629,785.00

BP 007 Pre Purchase Chillers

Your subcontractor: Trans Your request dd, 06-11-2007

GETRAG GABH A CE KG GETRAG innoxiosCerter Hemano-Isquaeya-51. 74199 itanguppanbah wwagatag ta Kommandigarelacinih nih Siz in Unlangunpanbadi, Registrogalah HRA 104271, Antageriah, Shifigah Pem. Hallanda Geza: GETRAG CH Babeligungtgaz rabih mi Siz in Ctur Handeline jober Graubünden Filmerur, CH-350,4,000,883-0 Geschäldsfüren Dr. Robert Schwarz, Dr. Robert Martin Schwarz Barter Hodung: Orestner Bart, Heibrorn (H.Z. E14 600 63 NO. Nr.: 602 102 503 DE10 6143 6008 6512 1923 00

## nin Getrag

Welbridge Aldinger 613 Abbott Street

PO number date

Page 6/8 4500166665 04/30/2007

48226-2521 Detroit Michigan USA

Item Material	Order Quantity Unit	Price per unit	Value
Description		USD	USD

Base Bid: \$ 629,785.00 Alternate: None

Total Request: \$ 629,785.00

Delivery date: Day 06/15/2007

1 Activ.unit3;058,029.00 3,058,029.00 C6

BP 006 Air Handling Units

Your subcontractor: TIM Your request dd. 05-11-2007

Base Bld: \$ 2,873,554.00

Post Bid #1; \$ 32,159.00 (Revise AHU 311-315) Post Bkt #2: \$ 31,275.00 (Energy Wheel)

Request; \$ 2,938,988.00 Air Handling Unit

+ Alternate \$ 121,041.00 (pre-piping the interior box of the AHU's (saving in mechanical piping package)

Total Request: \$ 3,058,029.00

(2 year warranty on labour and parts included)

GETRAG GASH & C's KG GETRAG kinovationsCenter Hamain-Hagermeyer-Str. 74199 Cha<del>irig rippanbach</del> www.gebeg.de

Komementingeselbotheri mit Siz in Untergruppselbach, Registergeschi HRA 104271, Antogenide, Shiliperi Pers, Hollende Ges.: GETRAG CH Celufigurgages, mbf mit Siz in Chur Handaleregister Geautionium Foreign CH3504.000±63-0 Geschäfsfürer: Dr. Pobert Suffwarz, Dr. Robert Martin Schwerz

Berkreibirdung Oresdrei Bark, Heibrowi ELZ 604 800 63 Kib. Nr.: 652 193 360 DE10 804 0056 6503 1923 03

## **BUD GETRAG**

Walbridge AldInger 613 Abbott Street

PD number data Page 7 / 8 4500166665 04/30/2007

48226-2521 Detroit Michigan USA

11	Material	Order Quantity Unit	Price per unit	Value
nem	Material	Order datasias,	•	USD
	Description		USD	บอบ
	Descriptors			

Delivery date: Day 06/15/2007

07

1 Activ.uni@,658,800.00

2,658,800.00

BP 008 Build, Foundations

Request BP 008\_ Building Foundations according to detailed description/offer from Hagerman Construction and cost breakdown from 6/8/2007 and your Request#006 dd. 05/21/2007.

Your subsupplier: Hagerman Construction

Base Bid\_Production / Assembly \$2,178,800 Alternate #1 \_ Footing Tech. Building \$42,400 Alternate #2 \_ Grade Beams Tech. Bldg. \$47,400 Alternate #3 \_ Footings LSC Bldg \$149,600 Alternate #4 \_ Grade Beams LSC Bldg. \$240,600

Total Request BP 008 \$ 2,658,800

Delivery date: Day 06/29/2007

GETRAG Gribh & Cir KG GETRAG Innovations Center Hagnann-Hageameyer-Sir. 74199 Unlenguapenbach www.got/epida Kommantigesetschaft mit Sin in Untergruppenheite Registryssicht HRA 104271, Antogenbil, Stotyst Pers, Hatterpia Gest GETRAG CH Betelligungsges, mbit mit Stock Chur Handebregitter Graubürden Prinserve, CH-350.4,000,868 0 Gesch-Bistitiver: Ov. Robert Schwerz, Dr. Robert Murtin Schwerz Emiweltricht Dractor Banc, Haitroan BLZ 904 600 03 Kabilo: 502 192 900 DE10 6043 6023 0902 1923 CO 

## MAR GETRAG

Welbridge Aldinger 613 Abbott Street

PO number date Page 8 / 8 4500168665 04/30/2007

48226-2521 Detroit Michigan USA

Item Meterial	Order Quantity Unit	Price per unil	Vetue
Description		USD	USD
	Total net value eyel tax	USD	22,579,738.00

Terms of payment:

Within 30 days Due net

Our General Terms and Conditions shall apply exclusively.

Vistengruppenbach, 07-02-1

GETRAG Gribit & Cla KG GETRAG Innovations Center Herman-Hegenmeyer-Sir. 74199 Untergrappenhadin www.getag.de Kommerchtpeseinchaft mit Steit Untergruppenhach, Rogstegenich HRA 104271, Anzegericht, Stutigen Pers. Haltanda Gest, GETRAG Oh Bateligungsges, mit Hintl Etz In Cruz Hardebregifer Graubänden Ficherer, CH-151.4.001.652-0 Geschäftstätter:

Dr. Robert Schwarz. Dr. Robert Marko Schwarz Barkverbring Oresiner Bank, Heibron BLZ 614 601 63 Kloden 602 192 100 DE10 8043 (003 0502 1923 00 

#### GETRAG

GETRAG Gesth & Cie KG, GETRAG knovekonsCenter Hessens-Hagestreyer-Sv., 74191 Untergruppenbach

Walbridge Aldinger 777 Woodward Avenue, Suite 300

48226-3529 Detroit, Michigan USA

PO number date Your Vendor Number: Our VAT registr,no.; Our reference: Buyer: Telephone: Fax: Email;

Page 1 / 14 4500166665 04/30/2007 91019215 DE146126877 BIP1 BT Bregler, Thomas +49(0)7131/644-4524 +49(0)7131/644-4624 Thomas.Bregler@Getrag.de

Delivery Address:

GETRAG InnovationsCenter Getriebe- und Zahnradfabrik Hermann Hagenmeyer GmbH & Cle KG Hermann-Hagenmeyer-Straße

Purchase order

74199 Unlergruppenbach Deutschland

CHANGE ORDER FOR ADDITIONAL POSITIONS -> NEW POSITIONS: POSITIONS 12-14

FRAME CONTRACT

Acting in the name and on behalf of:

GETRAG TRANSMISSION MANUFACTURING LLC 2711 Centerville Road Registered office in: Sulte 400 Wilmington, DE 19808

USA

FOR THE INVOICING OF WA'S SUBCONTRACTORS Project: GETRAG Transmission Manufacturing LLC, Building of Indiana plant

Valid for all P/O positions below:

Cancellation clause

The contractor shall have the right to terminate this subcontract with or without cause, for the convenience of the contractor. In event of termination for the contractor's convenience, compensation to subcontractor shall be made on the same basis as that provided for in the Agreement Between Owner and Contractor or Contract Documents, or in the absence of applicable provisions then based on the percentage of the work completed as of the date of

GETRAG Garbh & Cla KG GETRAG Innovations Cantor Kommanditgeselschaft mit Sitz in Untergrupgenbech, Registergericht

Handelsregister Graubünden Firmaryir, CH-350.4,000.658-0

Bankvarbindung Orecdine: Bank, Hallbronn \* \*\*

## IIII GETRAG

Walbridge Aldinger 777 Woodward Avenue, Suite 300

PO number date

Page 11 / 14 4500166665 04/30/2007

48226-3529 Detroit, Michigan USA

Item	Material Description	Order Quantity	Unit	Price per unit USD	Value USD
	Delivery date: Day 07/13/2007				
12		1	Activ.u	nit2,420,936.00	2,420,936.00
	BP 014 Roofing				
	Your subcontractor:		÷		
	Fred Christen & Son				
	Your request dd. 07-27-07				
	Request BP 014 _ Roofing :				
	Base Bid_DCX Roof System, 60 with mechanical fasteners	mil PVC \$ 2,049,	936		
	Alternate #1 _ Additional layer of Alternate #2 _ Snow removal alto		ard \$ 32	1,000	

GETRAG GmtH & Cla KG GETRAG Innovations Center

**Total Request** \$ 2,420,936

> Kommentilgeseitschaft mit Str. in Untergrapperhach, Registergericht

Handelsregister Graublinden Firmenry, CH-350,4,000,688-0

Bankverbindung: Dreadner Bank, Helbrorn

## INI GETRAG

Walbridge Aldinger 777 Woodward Avenue, Suite 300

PO number date

Page 12 / 14 4500166665 04/30/2007

48226-3529 Detroit, Michigan USA

Item Material Description

Order Quantity Unit

Price per unit USD Value USD

Delivery date: Day 08/03/2007

13

. . .

1 Activ.unit3,279,100.00

3,279,100.00

BP 011 Metal Siding

Your subcontractor: Universall Wall Your request dd. 07-31-2007

Request BP 011\_Metal Siding:

Base Bid\_Bullding #3 - Production Assembly \$ 1,129,900
Base Bid\_Building #4 - Technical
\$ 160,200
Base Bid\_Building #5 - LSC
\$ 538,800

Alternate #1 \_ Provide Metenco Silversmith Mica Color \$29,400 Alternate #2\_ Provide 1 1/2 " (gauge Y-36 Profile) exterior panel w1/2" furring channel mounted horizontally \$1,091,000

Post Bld Corner Assembly\_outside corner trim see Universal attachment 'A' page 5 of 7 \$ 88,800 Post Bld Vertical Joint Assy\_vertical trim see Universal attachment 'A' page 7 of 7 \$ 259,000

InTotal Request

GETRAG GmbH & Cla KG GETRAG Innovations Canter Kommendigeseäschaft må Sitz in Unlergruppenbach, Registergericht Handelaregister Graubönden Firmecor, CH-350.4,000.£83-0

Bankverbindung: Dresdner Bank, Kelbronn

## IIII GETRAG

Walbridge Aldinger 777 Woodward Avenue, Suite 300

PO number date

Page 13 / 14 4500165665 04/30/2007

48226-3529 Detroit, Michigan USA

1.			
Item Material	Order Quantity Unit	Price per unit	Value
Description		1	Value
Description		USD	USD
\$ 3,297,100			

Delivery date: Day 08/03/2007

14

1 Activ.unit6,064,820.00

6,064,820.00

BP 024 Pre Engin, Build,

Your subcontractor: C & Z Construction

Your request dd, 07-30-2007

Request BP 0 24 \_ Pre\_Engineered Building:

Base Bid\_ Tech.& LSC Buildings and Roof \$ 7,026,410
Alternate #2 Delete Technical Bidg. Siding - \$ 1 34,315
Alternate#3 Delete LSC Bidg Siding - \$ 578,331
Voluntary Ait #1 Delete Painted Roof - \$ 131,250
Post Bid#1 LSC Loading Change - \$ 12,820
Voluntary Alternate Roofing System
Deduct 22 gauge "B" deck and 21/4" ISO board
& substitute 6" R 19 blanket insufation with Gym guard - \$ 172,874

Performance Bond \$ 68,000

**Total Request** 

GETRAG GribH & Cle KG GETRAG InnovationsCenter

Kommandigesellschaft mit Sitz in Untergruppenbach, Registergericht

Handelsregister Graubönden Firmernr, CH-350,4,000,659-0

Bankverbindung: Orescher Bank, Heibnorn

## MM GETRAG

Walbridge AldInger 777 Woodward Avenue, Sulte 300

PO number date Page 14 / 14 4500166665 04/30/2007

48226-3529 Detroit, Michigan USA

item Material Description

Order Quantity Unit

Price per unit USD Value USD

\$6,064,820

Delivery date: Day 08/03/2007

Total net value excl. tax

USD

44,766,760.00

Terms of payment:

Within 30 days Due net

Our General Terms and Conditions shall apply exclusively.

GETRAG GmbH & Cia KG GETRAG InnovationsCenter Kommandigeselschaft mit Sitz in Untergruppenbach, Registergericht Handelsregister Graubünden Frmenor, CH-350,4,000,888-6

Bankvertödung: Ovesdoer Bank, Heibrenn

it. I Soctain